

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

VELERON HOLDING, B.V.,

Plaintiff,

-against-

BNP PARIBAS SA, et al.,

Defendants.

Civ. No. 12-5966 (CM)

**DECLARATION OF JONATHAN D. POLKES IN SUPPORT OF  
DEFENDANTS MORGAN STANLEY, MORGAN STANLEY CAPITAL SERVICES,  
INC., MORGAN STANLEY & CO., INC., AND MORGAN STANLEY & CO.'S  
MEMORANDUM OF LAW IN SUPPORT OF THEIR MOTION TO DISMISS  
PLAINTIFF'S FIRST AMENDED COMPLAINT**

I, Jonathan D. Polkes, declare under 28 U.S.C. § 1746:

1. I am an attorney admitted to practice before this Court and a member of Weil, Gotshal & Manges LLP, attorneys for Defendants Morgan Stanley, Morgan Stanley Capital Services, Inc., Morgan Stanley & Co., Inc., and Morgan Stanley & Co. ("Morgan Stanley"). I submit this declaration in support of Defendant Morgan Stanley's Memorandum of Law in Support of Their Motion to Dismiss Plaintiff's First Amended Complaint.

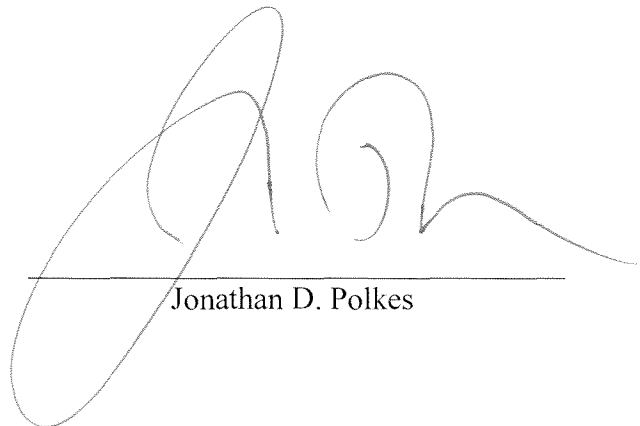
2. The following documents are cited in Morgan Stanley's accompanying Memorandum of Law. A true and correct copy of each document is attached hereto.

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
A	Press Release, Basic Element, <i>Russian Machines to Exit Magna as a Shareholder</i> , Oct. 3, 2008
B	<i>Magna Announces that Russian Machines' Participation in Arrangements with the Stronach Trust Has Terminated</i> , Canada Newswire, October 3, 2008, 1:10a.m.

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
C	Excerpt of Morgan Stanley Annual Report (Form 10-K) (Feb. 27, 2012).
D	Bloomberg Screen Capture of Dow Jones Index, Bloomberg Auto Parts/Equipment Manufacturers Index, and Magna Stock Price between September 15, 2008 and October 15, 2008
E	Joint Stock Asset Management Company Ingosstrakh Investments v. BNP Paribas SA, [2012] EWCA Civ 644
F	Excerpt of 2003 ISDA Credit Derivative Definitions

3. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
January 18, 2013



Jonathan D. Polkes